

EXHIBIT

12

Mark Miller
9/19/2024

<p>1 UNITED STATES DISTRICT COURT 2 DISTRICT OF MINNESOTA 3 4 UNITED STATES SECURITIES) AND EXCHANGE COMMISSION,) 5) 6 Plaintiff,) Case No. 7) 21-CV-01445(DSD/ECW) 8 v.) 9 MARK A. MILLER, SAEID) JABERIAN, and CHRISTOPHER) 10 J. RAJKARAN,) 11) 12 Defendants.) 13 14 VIDEOTAPED DEPOSITION OF 15 MARK A. MILLER 16 Thursday, September 19, 2024 17 Minneapolis, Minnesota 18 19 20 21 22 23 24 Reported By: Deanna Oaks, RPR 25 JOB No. 240919ARMN</p> <p>1</p>	<p>1 I N D E X 2 WITNESS: MARK A. MILLER 3 Examination by Alyssa A. Qualls: 6 4 Witness's Certificate: 143 5 Witness's Errata Sheet 144 6 Reporter's Certificate: 145 7 8 E X H I B I T S 9 EXHIBIT DESCRIPTION PAGE 10 Exhibit 1 Indictment 18 11 Exhibit 2 Plea Agreement and 19 Sentencing Stipulations 12 Exhibit 3 Third Amended Judgment in 30 a Criminal Case 13 Exhibit 4 Order For Forfeiture 32 14 Exhibit 5 Memorandum of Interview, 50 Dated 9/15/20 15 Exhibit 6 Memorandum of Interview, 50 Dated 12/17/20 16 Exhibit 7 Memorandum of Interview, 50 Dated 2/4/21 17 Exhibit 8 8-K Report For Bell Buckle 66 Holdings, Dated 2/20/18 18 Exhibit 9 Email From Mark Miller, 70 Dated 2/26/18 19 Exhibit 10 Bell Buckle Holdings Press 78 Release, Dated 2/28/18 20 Exhibit 11 Email From Jason Black, 82 Dated 2/27/18 21 Exhibit 12 Series of Posts, Dated 85 2/28 22 Exhibit 13 Update Passphrase 98 Confirmation, Dated 23 8/21/18 24 25</p> <p>3</p>
<p>1 APPEARANCES: 2 FOR THE PLAINTIFF: 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION 4 175 West Jackson Boulevard Suite 1450 5 Chicago, Illinois 60604 Phone: 312.353.7390 6 Email: quallsa@sec.gov 7 By: Alyssa A. Qualls Robert M. Moye 8 9 FOR THE DEFENDANT: 10 LENGELING LAW 310 Fourth Avenue 11 Suite 1050 Minneapolis, Minnesota 55415 12 Phone: 612.500.5356 Email: robert@lengelinglaw.com 13 14 By: Robert Lengeling 15 16 ALSO PRESENT: 17 VIDEOGRAPHER Robert Buchman 18 19 DEFENDANT Saeid Jaberian 20 Appearing via Videoconference 21 22 23 24 25</p> <p>2</p>	<p>1 INDEX (Continued) 2 NO. DESCRIPTION PAGE 3 Exhibit 14 8-K Report For Simulated 101 Environment Concepts, 4 Dated 7/18/18 5 Exhibit 15 Series of Posts, related 104 to Enviro-Gro, starting 9/6/18 6 Exhibit 16 Consulting Contract, Dated 109 2/12/19 7 Exhibit 17 Series of Posts Related to 115 Strategic Asset Leasing, Starting March 26th 8 Exhibit 18 Series of Posts Related to 115 Strategic Asset Leasing, Starting May 28th 9 Exhibit 19 Email From Mark Miller, 132 Dated 3/21/19 10 11 12 13 14 (All excerpts quoted as said.) 15 16 17 18 19 20 21 22 23 24 25</p> <p>4</p>

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<p>1 any representatives of the FBI or the 2 U.S. Attorney's Office and, you know, change 3 what you -- try to correct what you told them 4 at those meetings? 5 A. No, I don't -- I don't -- I don't think I 6 did. 7 Q. Okay. From your standpoint, everything that 8 you told them in those meetings was true and 9 correct? 10 A. Yes. 11 Q. All right. Now, I wanted to turn to your 12 federal securities fraud conviction. Okay? 13 So you were charged in an indictment; is that 14 right? 15 A. Yes. 16 Q. And that was here in this district, the 17 district of Minnesota? 18 A. Yes. 19 Q. And did those charges involve the tickers 20 DIGI, ECMH, BLLB, and UITA? 21 A. Yes. 22 Q. Okay. And I'm gonna -- let me just -- 23 MS. QUALLS: Of course, I knew this 24 was gonna happen. I've pulled off the 25 microphone.</p> <p>17</p>	<p>1 just talking about? 2 A. I would assume so. 3 MS. QUALLS: Okay. Let's -- I'm 4 gonna hand you what I'm gonna mark as 5 Exhibit 2. 6 (Exhibit 2, Plea Agreement and Sentencing 7 Stipulations, is marked for identification.) 8 BY MS. QUALLS: 9 Q. Okay. And let's -- this one hopefully will 10 be more familiar to you. What I've marked as 11 Exhibit 2 is a plea agreement and sentencing 12 stipulations, and it's captioned "United 13 States of America versus Mark Allen Miller." 14 It is a 12-page document. If you turn to the 15 back page, do you see your signature? 16 A. Yes. 17 Q. Okay. And do you recognize this as the plea 18 agreement in the criminal case we were just 19 referring to? 20 A. Yes. 21 Q. Okay. Now -- and so you -- did you -- 22 pursuant to this agreement you pled guilty in 23 the criminal case; is that correct? 24 A. Yes. 25 Q. All right. And you pled guilty to Count 1,</p> <p>19</p>
<p>1 Just pull this box closer to me, if 2 you would. 3 Okay. That's good. 4 It's fine. Put this on my lapel. 5 Okay. All right. 6 (Sidebar.) 7 MS. QUALLS: Okay. I'm gonna hand 8 you what I'm gonna mark as Exhibit 1. 9 Okay. Thank you. 10 Okay. So here is this. 11 (Exhibit 1, Indictment, is marked for 12 identification.) 13 MS. QUALLS: Hand it to you, and 14 this to you. 15 Done. 16 BY MS. QUALLS: 17 Q. Now what is this document? 18 A. The indictment. 19 Q. That's right. Have you seen this before? 20 A. Possibly. I don't remember it. 21 Q. Okay. This is -- it's charging -- it says 22 "United States of America versus Mark Allen 23 Miller." And it is a 20-page document 24 concerning the securities DIGI, ECMH, BLLB, 25 and UITA. Is this the indictment we were</p> <p>18</p>	<p>1 which is the conspiracy count, conspiracy to 2 commit securities fraud? 3 A. Yeah, I think it was just securities fraud, 4 but conspiracy to commit -- I don't remember 5 the whole word. 6 Q. Okay. If you take a look at Exhibit 2, and 7 you look at the paragraph 1 on the front 8 page, it says "Charges. The defendant agreed 9 to plead guilty to Count 1 of the indictment, 10 which charges the defendant with conspiracy 11 to commit securities fraud." Do you see 12 that? 13 A. Yes. 14 Q. Okay. So does that refresh your recollection 15 that it was a conspiracy count? 16 A. Yes. 17 Q. All right. Now, the -- I wanted to briefly 18 go over some of the -- what is said here in 19 the agreement. There's a paragraph on the 20 first page called "Factual Basis." Do you 21 see that? 22 A. Yes. 23 Q. And that runs on to page -- the top of 24 page 4, and it includes various statements 25 about what you did that -- in -- in this --</p> <p>20</p>

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<p>1 in that case. So I want to walk through 2 that. Okay?</p> <p>3 Do you see in the sentence, 4 paragraph 2, Factual Basis, at the bottom it 5 says it -- "In pleading guilty the defendant 6 admits the following facts and that those 7 facts establish his guilt beyond any 8 reasonable doubt and constitute relevant 9 conduct pursuant to the United States 10 sentencing guidelines"? Do you see that?</p> <p>11 A. Yes.</p> <p>12 Q. And I just wanted to -- do you confirm here 13 today that the facts stated in this plea 14 agreement are true and correct?</p> <p>15 A. Yes.</p> <p>16 Q. Okay. So in the plea agreement it states 17 that -- and I'm -- I'm starting at the -- the 18 bottom, towards the bottom of paragraph -- of 19 page 2. It's the paragraph that says more 20 specifically -- it states that "Defendant 21 Miller participated in a scheme to hijack and 22 assume control over dormant public shell 23 companies and use that control to 24 fraudulently manipulate the price of the 25 companies' stock so that the conspirators</p> <p>21</p>	<p>1 Q. And these were companies that were created 2 over-the-counter?</p> <p>3 A. Yes, OTC. Yes.</p> <p>4 Q. And after -- and once you had the list, did 5 you start purchasing stock?</p> <p>6 A. I don't -- I don't recall how -- how the 7 process went. I don't recall what step was 8 taken first or second.</p> <p>9 Q. Okay. Fair enough. So -- so did -- as part 10 of the criminal conspiracy, did you and your 11 coconspirators hijack all four public 12 companies: BLLB, DIGI, UITA, and ECMH?</p> <p>13 A. Yes.</p> <p>14 Q. Okay. And as part of the criminal 15 conspiracy, did you and your coconspirators 16 fraudulently inflate and pump up the price of 17 the companies' stock, those four companies?</p> <p>18 A. I don't know how to answer that one 19 because --</p> <p>20 Q. Well, let me ask -- let me withdraw it and, 21 like, reframe it a little bit.</p> <p>22 A. Okay.</p> <p>23 Q. As part of the criminal conspiracy, once you 24 had hijacked those four companies, did you 25 and your coconspirators issue fraudulent</p> <p>23</p>
<p>1 could profit from the sale of stock and 2 fraudulently inflate it and pump up prices." 3 Do you see that?</p> <p>4 A. Yes.</p> <p>5 Q. And was that true?</p> <p>6 A. Yes.</p> <p>7 Q. And goes on to say that -- well, let me just 8 ask you before we go on. Were the dormant 9 shell companies that you're referring to 10 here -- are DIGI, ECMH, BLLB, and UITA?</p> <p>11 A. Yes.</p> <p>12 Q. Okay. Who did you participate in the 13 conspiracy with? Who were your 14 coconspirators?</p> <p>15 A. The defendants, Christopher Rajkaran and 16 Saeid Jaberian.</p> <p>17 Q. Okay. And as part of this criminal 18 conspiracy, you first identified dormant 19 shell companies; right?</p> <p>20 A. We didn't identify them. The list was 21 provided to us by Tashanie Narain.</p> <p>22 Q. And she gave the list to Rajkaran, who gave 23 it to you?</p> <p>24 A. She verbally gave the list to myself and 25 Rajkaran, yes.</p> <p>22</p>	<p>1 press releases and public filings that 2 were -- had -- had false information to the 3 public about the four companies?</p> <p>4 A. I don't recall the press release part, but 5 the Twitter, the use of social media would 6 usually be the route that would inflate the 7 prices.</p> <p>8 Q. Okay. Do you see at paragraph -- on page 3, 9 the third paragraph from the bottom, it says 10 "Miller used his control over the hijacked 11 shell companies to issue fraudulent press 12 releases and public filings designed to 13 fraudulently inflate and pump up the price of 14 the hijacked companies' stock"?</p> <p>15 A. Yes.</p> <p>16 Q. Okay. So is that true?</p> <p>17 A. Yes.</p> <p>18 Q. All right. And then after the stock was 19 pumped up, you then sold your stock; is --</p> <p>20 A. That is correct.</p> <p>21 Q. -- that right?</p> <p>22 Okay.</p> <p>23 A. Sorry. Sorry.</p> <p>24 Q. No, no. I know. We'll both try. 25 Okay. What is -- what is a dormant</p> <p>24</p>

1 public company?

2 **A.** A company that would be inactive with the

3 Secretary of State, delinquent on its

4 filings, whether it's a non-SEC reporter or

5 an SEC filer, absent of management. That

6 would be three good indicators that it was

7 abandoned as dormant.

8 **Q.** Okay. What is a shell company?

9 **A.** A shell would be the public vehicle that

10 would be open to putting in, like, new

11 business, wouldn't have current ongoing, you

12 know, activities.

13 **Q.** So a shell doesn't have any existing

14 business?

15 **A.** Right. Yes, correct.

16 **Q.** Okay. That's why it's called a shell? It's

17 just empty?

18 **A.** Yes.

19 **Q.** Okay. So what -- how would you define a

20 pump-and-dump?

21 **A.** Inflating a stock's price based on the

22 narrative via social media filings and/or

23 press releases that would cause investors to

24 make money.

25 **Q.** Okay. Let me break that down for a second.

25

1 If -- when you say "filings," does

2 that include 8-Ks?

3 **A.** Like an 8-K or other -- I guess there's, you

4 know, like, form -- form 4, 13Gs, you know.

5 I mean, there's a ton of different ones that

6 EDGAR has. So I guess that would be...

7 **Q.** Okay.

8 **A.** You know, yeah, along that line.

9 **Q.** So press releases, SEC forms filed on EDGAR,

10 and social media. Those are three ways that

11 you can disseminate information to the public

12 about a stock?

13 **A.** Yes.

14 **Q.** Okay. And the -- in a pump-and-dump, are

15 those three or -- is a pump-and-dump

16 typically characterized by the dissemination

17 of fake news by the company?

18 **A.** Yes.

19 **Q.** And is the purpose of the fake news to

20 generate public interest in the company such

21 that the stock price will rise?

22 **A.** Yes.

23 **Q.** Okay. And after the stock price rises, then

24 the people who are, you know, the -- the

25 source of the fake news can sell their stock

26

1 and make money; is that right?

2 **A.** That's correct.

3 **Q.** Okay. So --

4 Yes?

5 **A.** May I clarify, though --

6 **Q.** Yes.

7 **A.** -- that pump-and-dumps can occur using real

8 news. In this particular instance the news

9 was likely illegitimate, based on the

10 indictment and the plea agreement. But I

11 don't want to create a broad paintbrush of

12 all pump-and-dumps that occur in the market.

13 **Q.** Fair enough. I appreciate -- you're being

14 very careful. I appreciate the distinction.

15 Was -- was the -- the -- the public

16 statements in press releases, social media,

17 and SEC filings in the four companies we're

18 talking about -- ECMH, BLLB, UITA, and

19 DIGI -- were -- those were false, though;

20 right?

21 **A.** Correct.

22 **Q.** All right. And can you briefly tell us just

23 how -- we've talked about the word "hijack."

24 How do you hijack a company?

25 **A.** The first step in hijacking a company is to

27

1 put yourself or your proxy in the Secretary

2 of State filings to bring the company from an

3 inactive status to an active status and then

4 likely to pursue the transfer agent since

5 they control the stock of the -- the public

6 company. That's usually done by filing some

7 type of formal notice, which is an 8-K

8 through the EDGAR system.

9 **Q.** How do you gain access to the EDGAR system?

10 **A.** You need a filing agent that will submit to

11 EDGAR a request for an updated passphrase,

12 which will allow you a passcode. I don't

13 know how that part works because I never saw

14 it. But then you would submit your

15 statement, and then it would get Edgarized

16 and become public -- public record.

17 **Q.** Okay. Who -- did you use a filing agent in

18 connection with the four stocks we've been

19 talking about?

20 **A.** I did.

21 **Q.** Who was that?

22 **A.** I don't remember her name.

23 **Q.** Was it Shelley Goff?

24 **A.** Yes.

25 **Q.** Okay. Great.

28

<p>1 And is it fair to say that the 2 information put in the press releases, the -- 3 the filings, the SEC filings, or the social 4 media that you might use to pump up the price 5 of a stock for -- in this case for the four 6 that we were talking about, that the -- that 7 the kind of information is positive 8 information; is that right? 9 A. Yes. 10 Q. Because you're trying to -- to generate 11 interest in the stock? 12 A. Correct. 13 Q. All right. And let's, going back to -- I've 14 lost my -- oh, here it is. 15 MR. MOYE: 2. 16 BY MS. QUALLS: 17 Q. Exhibit 2. Okay. The last... 18 Okay. Sorry. Can you tell us in 19 your own words -- you don't have to look at 20 that -- but what was Mr. Jaberian's role as a 21 coconspirator? 22 A. He was a proxy to the BLLB public company. 23 Q. And what do you -- when you say a "proxy," 24 what do you mean by that? 25 A. He was an extension for -- well, I had</p> <p style="text-align: center;">29</p>	<p>1 see that? 2 A. Yes. 3 Q. Is that true? 4 A. Yes. 5 Q. And have you already served that time? 6 A. Yes. 7 Q. When did you get out of prison? 8 A. April 9th, 2024. 9 Q. Okay. And if you turn -- on page 3 it also 10 says that you're under supervised release for 11 a period of two years. Do you see that? 12 A. Yes. 13 Q. Are you currently on supervised release? 14 A. Yes. 15 Q. And if you turn to page 5, it says that -- or 16 a special -- a special condition of your 17 supervision, you are prohibited from 18 purchasing, trading, or selling stocks during 19 the term of supervision. Do you see that? 20 A. Yes. 21 Q. And are you complying with that -- 22 A. Yes. 23 Q. -- supervision? 24 A. Yes. 25 Sorry.</p> <p style="text-align: center;">31</p>
<p>1 previously used my name in ECMH and DIGI; a 2 new face was needed. I convinced 3 Mr. Jaberian to be that face. 4 Q. Okay. And while we -- I want to get into 5 that in detail, but just -- let me just round 6 out this criminal conviction issue. 7 I just wanted to introduce as 8 Exhibit 3 your judgment and order of 9 forfeiture. Exhibit 15 -- or -- sorry, 10 Exhibit 3. Let me find 3 -- is... 11 (Exhibit 3, Third Amended Judgment in a 12 Criminal Case, is marked for identification.) 13 BY MS. QUALLS: 14 Q. This is called the "Third Amended Judgment in 15 a Criminal Case, United States versus Mark 16 Allen Miller." Do you see that? 17 A. Yes. 18 Q. And it says at the top -- or below your name 19 it says that you pled guilty to Count 1. Do 20 you see that? 21 A. Yes. 22 Q. And it says the remaining counts were 23 dismissed. And on page 2 it says that you 24 were sentenced to a term of imprisonment of 25 12 months and a day as to Count 1. Do you</p> <p style="text-align: center;">30</p>	<p>1 Q. That's all right. 2 Okay. And there is -- on the 3 page 7 at the bottom, there is a reference to 4 a forfeiture order. Were you ordered to 5 forfeiture -- forfeit money in this case? 6 A. Yes. 7 MS. QUALLS: I'm gonna mark as 8 Exhibit 4 -- here's your forfeiture order. 9 (Exhibit 4, Order for Forfeiture, is marked 10 for identification.) 11 BY MS. QUALLS: 12 Q. Okay. Now, do you recognize this order of 13 forfeiture signed by Judge Doty on May 30th, 14 2023? 15 A. Yes. 16 Q. And do you see on the second page that he 17 ordered you to forfeit \$38,292? 18 A. Yes. 19 Q. And have you paid that money? 20 A. Yes. 21 Q. Okay. 22 A. Plus the hundred-dollar assessment. 23 Q. The special assessment, yes. Okay. 24 And did -- let me... 25 Okay. Who is Saeid Jaberian?</p> <p style="text-align: center;">32</p>